IN THE HIGH COURT OF JUDICATURE AT BOMBAY
O. O. C. J.

COMPANY PETITION NO. 121 OF 2007
CONNECTED WITH
COMPANY APPLCIATION NO. 135 OF 2007

In the matter of Scheme of Amalgamation of Jewelry Solutions International Pvt. Ltd. with Firestone International Pvt.Ltd.

Firestone International Pvt.Ltd. ... Petitioner.

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Mr. Y.N. Adhia for the Petitioner.
Mr. C.J. Joy with Bharati Mahant and G.C. Mishra for the Regional Director.
Mrs. K.V. Gautam, Dy. O.L.

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CORAM : DR.D.Y.CHANDRACHUD, J.

4TH MAY, 2007.

P.C. :

. The sanction of the Court is sought to a Scheme of Amalgamation under Sections 391 and 394 of the Companies Act, 1956. Both the companies are in the same business and have some common directors. The scheme contemplates the transfer and vesting of the entire undertaking of the Transferor Company, Jewelry Solutions International Pvt. Ltd., as defined in the Scheme of Amalgamation with the Transferee Company, Firestone

International Pvt. Ltd.

2. Counsel for the Petitioner states that all the Shareholders and secured creditors have consented to the scheme in pursuance of which necessary dispensations from convening shareholders' meeting were granted.

3. Individual notices are stated to have been furnished under certificate of posting to 4 unsecured creditors listed at Part II of Exhibit C-2 to the Petition. However, their no objections were not received at the time of filing of the Petition. The order of this Court dated 2nd March 2007 contemplated service by RPAD. Counsel for the Petitioner states that out of the 4 unsecured creditors, the Petitioner has now received a no objection from one unsecured creditor and the Petitioner has made payment to the other three unsecured creditors. The fresh no objections and proofs of payment are submitted on an affidavit dated 27th April 2007 of Mr. Hemant Bhatt, an authorized representative of the Petitioner. Three unsecured

creditors have confirmed receipt of payments and the same are produced along with the affidavit dated 3rd may 2007 of Mr. Hemant Bhatt.

4. No objection has been raised before the Court to the scheme of arrangement.

5. The Regional Director has stated before the Court that there is no objection to the scheme and the scheme is not contrary to public interest. He however, states that (a) the proof of dispatch of individual notices to the unsecured creditors has to be ascertained and (b) the affidavit filed by the Petitioner before the Regional Director does not deal with service tax. Counsel for the Petitioner states that the affidavit proving dispatch of individual notices has been filed in the Court and in any case, now all the unsecured creditors have either given their No objections or have been paid off. As regards the service tax, the Petitioner has filed an affidavit dated 25th April 2007 stating that there is no service tax liability pending for any year.

6. The Official Liquidator has also not objected to the Scheme.

7. On the state of the record as it stands and in the absence of any objection to the scheme, there is no reason why the scheme as proposed should not be sanctioned. There is no material to indicate that the scheme is contrary to law or the public interest.

8. In these circumstances, since there has been no objection to the scheme and since the requisite statutory compliances have been made, there is no reason why the scheme should not be sanctioned. The Company Petition is made absolute in terms of prayer clauses (a) to (g).

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